

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of WESTERN ORIENT TRADING COMPANY, a California corporation, into WEST COAST HOLDINGS, INC., an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: May 3, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shay I. Clark

MAY 3 9 44 AM '93
SECRETARY OF STATE

MAY 13 9 27 AM '93
SECRETARY OF STATE

**ARTICLES OF MERGER
OF
WESTERN ORIENT TRADING COMPANY,
a California corporation
AND
WEST COAST HOLDINGS, INC.,
an Idaho corporation**


November 7, 1992

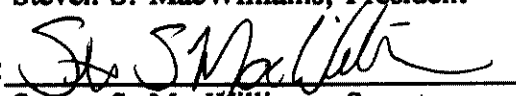
(a) The Plan of Merger. Effective as of the date hereof, or as soon thereafter as these Articles of Merger are filed with the Idaho Secretary of State, Western Orient Trading Company, a California corporation (the "Dissolving Corporation") will merge into its parent West Coast Holdings, Inc., an Idaho corporation (the "Surviving Corporation"). The Dissolving Corporation is a wholly owned subsidiary of the Surviving Corporation.

Since the Surviving Corporation is the sole shareholder of the Dissolving Corporation, there is no conversion of shares, obligations or other securities of the Dissolving Corporation into that of the Surviving Corporation pursuant to Section 30-1-75(b) of the Corporation Laws of the State of Idaho. No Plan of merger shall be mailed to any shareholders since the Surviving Corporation is the sole Shareholder of the Dissolving Corporation.

(b) The Number of Outstanding Shares. The Dissolving Corporation has 30,000 outstanding shares of common stock and no outstanding shares of any other class of capital stock. All of the outstanding shares of common stock of the Dissolving Corporation are owned by the Surviving Corporation.

(c) The Date of Merger. Since the Surviving Corporation is the sole shareholder of the Dissolving Corporation, the copy of the Plan of Merger was approved by the Dissolving Corporation's board of directors but was not mailed to its sole shareholder, the Surviving Corporation. Since the Surviving Corporation is the sole shareholder of the Dissolving Corporation, there will be no dissenting shareholders.

By: 
Steven S. MacWilliams, President

By: 
Steven S. MacWilliams, Secretary

I certify under penalty of perjury under the laws of the State of Idaho that the foregoing is true and correct.

By: 
Steven S. MacWilliams, President

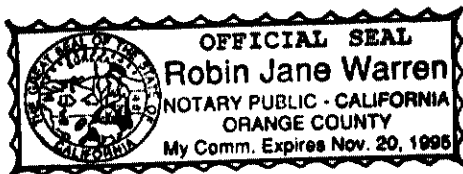
VERIFICATION

STATE OF CALIFORNIA)
) ss
COUNTY OF ORANGE)

I, Robin Jane Warren, a notary public, do hereby certify that on this 7th day of November 1992, personally appeared before me, Steven S. MacWilliams, who, being by me first duly sworn, declared that he is the President and Secretary of West Coast Holdings, Inc., that he signed the foregoing document as President and Secretary of the corporation, and that the statements herein contained are true.



Robin Jane Warren



Business: Cummins & White
2424 S.E. Bristol, Ste. 300
Santa Ana Heights, CA 92707-0513

My commission expires: November 20, 1995